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UNITED STATES DISTRICT COURT
DISTRICT OF OREGON
PORTLAND DIVISION

FEDERAL TRADE COMMISSION,
STATE OF ARIZONA,
STATE OF CALIFORNIA,
DISTRICT OF COLUMBIA,
STATE OF ILLINOIS,
STATE OF MARYLAND,
STATE OF NEVADA,
STATE OF NEW MEXICO,
STATE OF OREGON, and
STATE OF WYOMING,

Plaintiffs,

v.

THE KROGER COMPANY and
ALBERTSONS COMPANIES, INC.,

Defendants.

Case No.: 3:24-cv-00347-AN

**DECLARATION OF ESTEFANIA Y.
TORRES PAEZ IN SUPPORT OF
MOTION IN LIMINE TO EXCLUDE
EVIDENCE MADE FOR LITIGATION
AND EVIDENCE PRODUCED AFTER
THE END OF FACT DISCOVERY, AND
ANY EXPERT TESTIMONY BASED
ON SUCH EVIDENCE**

I, Estefania Y. Torres Paez, declare as follows:

1. I am an Assistant Attorney General at the Office of the Attorney General for the District of Columbia. I am over the age of 18 and counsel of record for Plaintiff, District of Columbia, in the above-captioned action. I make this declaration based on personal knowledge. I

TORRES PAEZ DECLARATION

make this declaration in support of the Motion in Limine to Exclude Evidence Made for Litigation and Evidence Produced after the End of Fact Discovery, and any Expert Testimony Based on Such Evidence.

2. Attached to this declaration as Exhibit A is a true and correct copy of a portion of Albertsons' May 17, 2024 Opposition to Complaint Counsel's Motion to Compel.

3. Attached to this declaration as Exhibit B is a true and correct copy of C&S' draft Walnut Business Plan, dated June 2024.

4. Attached to this declaration as Exhibit C is a true and correct copy of Defendants' expert Daniel Galante's Report, dated July 1, 2024.

5. Attached to this declaration as Exhibit D is a true and correct copy of an email from Samantha Hynes to Laura Hall, et al., dated July 8, 2024.

6. Attached to this declaration as Exhibit E is a true and correct copy of C&S' draft Walnut Business Plan, dated October 3, 2023.

7. Attached to this declaration as Exhibit F is a true and correct copy of Eric Winn's investigational hearing transcript, dated December 8, 2023.

8. Attached to this declaration as Exhibit G is a true and correct copy of a C&S Pharmacy Business Plan, dated November 6, 2023.

9. Attached to this declaration as Exhibit H is a true and correct copy of C&S' draft Walnut Business Plan, dated June 2024.

10. Attached to this declaration as Exhibit I is a true and correct copy of C&S' draft Walnut Business Plan, dated September 12, 2023.

11. Attached to this declaration as Exhibit J is a true and correct copy of C&S' draft Walnut Business Plan, dated June 26, 2024.

TORRES PAEZ DECLARATION

12. Attached to this declaration as Exhibit K is a true and correct copy of Bain's Fresh Efficiencies Update dated June 26, 2024.

13. Attached to this declaration as Exhibit L is a true and correct copy of Defendants' expert Rajiv Gokhale's Report, dated July 1, 2024.

14. Attached to this declaration as Exhibit M is a true and correct copy of Bain's Fresh Efficiencies Update, dated April 2024.

15. Attached to this declaration as Exhibit N is a true and correct copy of Samuel Rowland's deposition transcript, dated June 6, 2024.

16. Attached to this declaration as Exhibit O is a true and correct copy of Defendants' Network Design Initiatives, dated June 2024.

17. Attached to this declaration as Exhibit P is a true and correct copy of Kroger's Board Update of Efficiencies, dated June 13, 2024.

18. Attached to this declaration as Exhibit Q is a true and correct copy of June Audit Committee Materials, dated June 21, 2024.

19. Attached to this declaration as Exhibit R is a cover sheet in place of the Avocados CY23 Efficiency excel file, dated June 25, 2024. The native file is available upon request.

20. Attached to this declaration as Exhibit S is a cover sheet in place of the Beef Muscle Cuts Analysis excel file, dated June 25, 2024. The native file is available upon request.

21. Attached to this declaration as Exhibit T is a cover sheet in place of the Efficiencies Model Refresh excel file, dated June 25, 2024. The native file is available upon request.

22. Attached to this declaration as Exhibit U is a cover sheet in place of the Floral Efficiency excel file, dated June 25, 2024. The native file is available upon request.

23. Attached to this declaration as Exhibit V is a true and correct copy of Beef Cuts

Analysis Summary, dated June 25, 2024.

24. Attached to this declaration as Exhibit W is a true and correct copy of Bain's National Brand ("NB") Sourcing Efficiencies, dated June 25, 2024.

25. Attached to this declaration as Exhibit X is a true and correct copy of Rajiv Gokhale's deposition transcript, dated July 16, 2024.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 14, 2024, in the District of Columbia.

/s/ Estefania Y. Torres Paez

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